

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
MIDLAND DIVISION**

<b>In re:</b>	§	(CASE NO. 15-70094-rbk)
<b>RREAF O&amp;G PORTFOLIO #2 LLC;</b>	§	(Chapter 11)
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re:</b>	§	(CASE NO. 15-70095-rbk)
<b>RREAF O&amp;G PORTFOLIO #2 MANAGER LLC;</b>	§	(Chapter 11)
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re:</b>	§	(CASE NO. 15-70096-rbk)
<b>RREAF O&amp;G PORTFOLIO #3 LLC;</b>	§	(Chapter 11)
<b>Debtor.</b>	§	
<hr/>	§	
<b>In re:</b>	§	(CASE NO. 15-70097-rbk)
<b>RREAF O&amp;G PORTFOLIO #3 MANAGER LLC;</b>	§	(Chapter 11)
<b>Debtor.</b>	§	
<hr/>	§	

**ORDER DIRECTING JOINT ADMINISTRATION OF BANKRUPTCY CASES**

Following the Court's consideration of the *Emergency Motion for Joint Administration of Bankruptcy Cases* (the “Motion”)<sup>1</sup> the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtors, their estates, and their creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is required; and (v) upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED** that:

1. The Motion is GRANTED.
2. The following chapter 11 cases shall be jointly administered before this Court:
  - a. In re: RREAF O&G Portfolio #2 LLC, Case No. 15-70094-rbk;
  - b. In re: RREAF O&G Portfolio #2 Manager LLC, Case No. 15-70095-rbk;
  - c. In re: RREAF O&G Portfolio #3 LLC, Case No. 15-70096-rbk; and
  - d. In re: RREAF O&G Portfolio #3 Manager LLC, Case No. 15-70097-rbk.
3. The above-captioned cases shall be, and hereby are, consolidated for procedural purposes only, having RREAF O&G Portfolio #2 LLC as the lead debtor and shall be jointly administered by this Court.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Motion.

4. The caption for the Debtors' jointly administered cases shall be as follows:

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
MIDLAND DIVISION**

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<b>In re:</b>	§	(CASE NO. <b>15-70094-rbk</b> )
<b>RREAF O&amp;G PORTFOLIO #2 LLC, et al.;</b>	§	<b>(Chapter 11)</b>
<b>Debtors.</b>	§	<b>Jointly Administered</b>

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5. A docket entry should be made in each of the above-captioned cases with a statement substantially similar to the following:

The Bankruptcy Court has entered an Order in accordance with Federal Rule of Bankruptcy Procedure 1015(b) that provides for joint administration of the chapter 11 cases of RREAF O&G Portfolio #2 LLC, and its affiliates. The docket in Case No. 15-70094-rbk should be consulted for all matters affecting the Debtors' jointly administered cases.

6. The Debtors are authorized to file a consolidated creditor matrix and "top 20" list of unsecured creditors.

7. Nothing contained in this Order shall be deemed or constituted as directing or otherwise effecting a substantive consolidation of the Debtors' bankruptcy cases.

8. Each creditor must file a proof of claim against the particular estate in which it has a claim or right and will retain whatever claims or rights it has against the particular estate.

9. All schedules of assets and liabilities and statements of financial affairs will be captioned and filed in each of the Debtor's respective cases, as appropriate.

10. This Order is effective immediately upon its entry and the Clerk of the Court is hereby directed to enter this Order on the docket in each case.

11. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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